

**PETITION FOR SPECIAL ASSESSMENTS FOR
SPECIAL ENERGY IMPROVEMENT PROJECTS**

A PETITION TO THE CITY OF DAYTON, OHIO SEEKING THE IMPOSITION OF SPECIAL ASSESSMENTS AGAINST REAL PROPERTY OWNED BY THE PETITIONER TO PAY CERTAIN COSTS OF VARIOUS SPECIAL ENERGY IMPROVEMENT PROJECTS WHICH SPECIALLY BENEFIT SUCH REAL PROPERTY, INCLUDING A WAIVER OF ALL RIGHTS TO NOTICES, HEARINGS AND APPEALS RESPECTING THE REQUESTED SPECIAL ASSESSMENTS

To: The City Manager and Commission of the City of Dayton, Ohio

Platform III – Third LLC, an Illinois limited liability company (the **Petitioner**) is the owner of 100% of the property described on **Exhibit A** attached hereto (the **Property**).

The Board of Directors of the Centerville, Dayton, Kettering, Washington Township Regional Energy Special Improvement District, Inc. doing business under the registered trade name the Dayton Regional Energy Special Improvement District, Inc. (the **Corporation**), an Ohio nonprofit corporation formed to govern the Dayton Regional Energy Special Improvement District (the **District**), initially created within the boundaries of the City of Dayton, Ohio has approved a plan (the **Program Plan**) for the purpose of developing and implementing special energy improvement projects as defined in Ohio Revised Code Section 1710.01(I). The Program Plan is attached to this Petition as **Exhibit C**. The Corporation's Amended Articles of Incorporation are attached to this Petition as **Exhibit D**.

Pursuant to the Program Plan, the Corporation has caused special energy improvement projects to be provided from time to time. In accordance with Ohio Revised Code Chapter 1710 and the Program Plan, the Program Plan may be amended from time to time by supplemental plans (the **Supplemental Plans**) (the Program Plan and every Supplemental Plan together constituting the **Plan**) to provide for additional special energy improvement projects, and the District may be enlarged from time to time to include additional property so long as at least one special energy improvement project is designated for each parcel of real property within the additional territory added to the District.

The Board of Directors of the Corporation has received or will receive the Supplemental Plan attached to this Petition as **Exhibit B**, including the description of the special energy improvement projects proposed to be constructed or installed on the Property (the **Authorized Improvements**), and related materials in support of the expansion of the District to include the Property.

As required by Ohio Revised Code Section 1710.02, the Petitioner, as the owner of the Property, being 100% of the area proposed to be added to the District and 100% of the area proposed to be assessed for the Authorized Improvements, hereby (a) petitions the City Commission (the **Commission**) of the City of Dayton, Ohio (the **City**) to (i) approve the addition of the Property to the District and (ii) approve an amendment and supplement to the Plan by the

Supplemental Plan attached as **Exhibit B** to include the Authorized Improvements and (b) requests that (i) Authorized Improvements be undertaken by the District, and (ii) the total cost of those Authorized Improvements be assessed on the Property in proportion to the special benefits that will result from the Authorized Improvements.

In connection with this Petition and in furtherance of its purposes, the Petitioner acknowledges that it has reviewed or caused to be reviewed (i) the Program Plan and the Supplemental Plan, (ii) the plans, specifications and profiles for the Authorized Improvements, (iii) the estimate of cost for the Authorized Improvements included in the Supplemental Plan and (iv) the schedule of estimated special assessments to be levied for the Authorized Improvements also included in the Supplemental Plan. The Petitioner acknowledges that the estimated special assessments are in proportion to the benefits that may result from the Authorized Improvements.

Accordingly, the Petitioner hereby petitions for the construction of the Authorized Improvements identified in this Petition and the Supplemental Plan attached to this Petition as **Exhibit B**, as authorized under Ohio Revised Code Chapter 1710, and for the imposition of the special assessments identified in this Petition and authorized under Ohio Revised Code Chapters 727 and 1710 (the **Special Assessments**) to pay the costs of the Authorized Improvements, in the amount set forth on **Exhibit B**. The Petitioner hereby certifies, represents, and warrants to the District and the City that the actual costs of the Authorized Improvements have been ascertained. The Petitioner further agrees that it will be solely responsible for any costs of the Authorized Improvements in excess of the amount set forth on **Exhibit B**.

In the event that at any time following the date of this Petition the Property is combined or subdivided into permanent parcels in the records of the County Auditor of Montgomery County, Ohio then the Petitioner hereby requests that the Special Assessments be allocated among the resulting parcels in proportion to the acreage of the existing parcels that are contained in each resulting parcel that contains a portion of an existing parcel. The Petitioner hereby certifies, represents, and warrants to the District and the City that the portion of the Special Assessments allocated to each resulting parcel as described above are in proportion to, and do not exceed, the special benefits to be conferred on the resulting parcel or resulting parcels by the Authorized Improvements identified in this Petition.

In consideration of the City's acceptance of this Petition and the imposition of the requested Special Assessments, the Petitioner consents and agrees that the Property as identified in **Exhibit A** shall be assessed for the costs of the Authorized Improvements, including any and all architectural, engineering, legal, insurance, consulting, energy auditing, planning, acquisition, installation, construction, survey, testing and inspection costs; costs of labor and material; the amount of any damages resulting from the Authorized Improvements and the interest on such damages; the cost of purchasing and otherwise acquiring any real estate or interests in real estate; the costs incurred in connection with the preparation, levy and collection of the Special Assessments; expenses of legal services; trustee fees and other financing costs incurred in connection with the issuance, sale, and servicing of securities, nonprofit corporate obligations, or other obligations issued or incurred to provide a loan or to secure and advance of funds to the Petitioner or otherwise to pay costs of the Authorized Improvements in anticipation of the receipt of the Special Assessments, capitalized interest on, and financing reserve funds for, such securities,

nonprofit corporate obligations, or other obligations so issued; and the District program administration fee; an amount to reflect interest on unpaid Special Assessments which shall be treated as part of the cost of the Authorized Improvements for which the Special Assessments are made at an interest rate which shall be determined by the District to be substantially equivalent to the fair market rate that would have been borne by notes or bonds if notes or bonds had been issued by the District or another issuer of notes or bonds to pay the costs of the Authorized Improvements; together with all other necessary expenditures all of which costs are hereby determined to be the amount of the Special Assessments set forth in **Exhibit B**.

In consideration of the Authorized Improvements, the Petitioner, for itself and its grantees and other successors with respect to the Property, agrees to pay promptly all Special Assessments as they become due, and agree that the determination by the Commission of the Special Assessments in accordance with the terms hereof will be final, conclusive and binding upon the Petitioner and the Property. In further consideration of the Authorized Improvements, the Petitioner covenants and agrees to disclose, upon the transfer of the Property or any portion of the Property to be special assessed for the actual costs of the Authorized Improvements set forth in **Exhibit B**, in the deed to the transferee or in a separate instrument recorded with respect to the Property the existence of any outstanding Special Assessments for the Authorized Improvements and to require that transferee covenant to disclose that information in any subsequent deed or in a separate instrument recorded with respect to the Property at the time of the subsequent transfer so long as the Special Assessments remain unpaid. As a condition to each subsequent transfer while the Special Assessments remain unpaid, the Petitioner further covenants and agrees to provide expressly in the deed to any transferee or in a separate instrument recorded with respect to the Property at the time of the subsequent transfer (a) for the acquisition by the transferee of the Property subject to any outstanding Special Assessments and the transferee's assumption of responsibility for payment thereof and for the waiver by the transferee of any rights that the Petitioner has waived pursuant to this Petition, and (b) the requirement that each transferee from time to time of the Property covenant to include in the deed to any subsequent transferee or in a separate instrument recorded with respect to the Property at the time of the subsequent transfer the conditions described in clause (a) so long as the Special Assessments remain unpaid.

The Petitioner further acknowledges and confirms that the Special Assessments set forth in this Petition and in the Supplemental Plan attached as **Exhibit B** are in proportion to, and do not exceed, the special benefits to be conferred on the Property by the Authorized Improvements identified in this Petition. The Petitioner further consents to the levying of the Special Assessments against the Property by the City. The Petitioner acknowledges that these Special Assessments are fair, just and equitable and being imposed at the Petitioner's specific request.

The Petitioner hereby waives notice and publication of all resolutions, legal notices and hearings provided for in the Ohio Revised Code with respect to the Authorized Improvements and the Special Assessments, particularly those in Ohio Revised Code Chapters 727 and 1710 and consents to proceeding with the Authorized Improvements. Without limiting the foregoing, the Petitioner specifically waives any notices and rights under the following Ohio Revised Code Sections:

- The right to notice of the adoption of the Resolution of Necessity under Ohio Revised Code Sections 727.13 and .14;
- The right to limit the amount of the Special Assessments under Ohio Revised Code Sections 727.03 and 727.06, including the right to consider the Special Assessments authorized by this Petition within the limitations contained in Ohio Revised Code Section 727.03 and 727.06 applicable to the Special Assessments and any other special assessments properly levied now or in the future;
- The right to file an objection to the Special Assessments under Ohio Revised Code Section 727.15;
- The right to the establishment of, and any proceedings by and any notice from an Assessment Equalization Board under Ohio Revised Code Sections 727.16 and .17;
- The right to file any claim for damages under Ohio Revised Code Sections 727.18 through 727.22 and Ohio Revised Code Section 727.43;
- The right to notice that bids or quotations for the Authorized Improvements may exceed estimates by 15%;
- The right to seek a deferral of payments of Special Assessments under Ohio Revised Code Section 727.251; and
- The right to notice of the passage of the Assessing Ordinance under Ohio Revised Code Section 727.26.

The Petitioner, in accordance with Ohio Revised Code Section 1710.02(A), further agrees that the Property may be included in more than one district formed under Ohio Revised Code Chapter 1710. The Petitioner further agrees not to take any actions, or cause to be taken any actions, to place any of the Property in an agricultural district as provided for in Ohio Revised Code Chapter 929, and if any of the Property is in an agricultural district, the Petitioner, in accordance with Ohio Revised Code Section 929.03, hereby grants permission to collect any Special Assessments levied against such Property.

The Petitioner further agrees and consents to the Commission promptly proceeding with all actions necessary to facilitate the acquisition, installation, equipment, and improvement of the Authorized Improvements and to impose the Special Assessments.

The Petitioner acknowledges that the Special Assessments set forth in this Petition and in the Exhibits to this Petition are based upon an estimate of costs, and that the final Special Assessments shall be calculated in the same manner based on the actual costs incurred by or on behalf of the Petitioner for the benefit of the Authorized Improvements, which, regardless of any statutory limitation on the Special Assessments, may be more or less than the respective estimated assessments for the Authorized Improvements. In the event the final assessments exceed the estimated assessments due to increased costs to the Petitioner, the Petitioner, without limitation of the other waivers contained in this Petition, also waives any rights it may now or in the future have to object to those assessments, any notice provided for in Ohio Revised Code Chapters 727 and 1710, and any rights of appeal provided for in such Chapters or otherwise. The Petitioner further acknowledges and represents that the respective final assessments may be levied at such time as determined by the City and regardless of whether or not any of the parts or portions of the Authorized Improvements have been completed; provided only expenses of the Authorized Improvements as provided in this Petition shall be levied by the City.

The Petitioner further acknowledges that the final Special Assessments for the Authorized Improvements, when levied against the Property, are payable in cash within 30 days from the date of passage of the ordinance confirming and levying the final assessments and that if any of such assessments are not paid in cash they will be certified to the County Auditor of Montgomery County, Ohio, as provided by law, to be placed on the tax list and duplicate and collected as other taxes are collected. Notwithstanding the foregoing, however, the Petitioner hereby waives the right to pay the final assessments for the Authorized Improvements in cash within 30 days from the passage of the ordinance confirming and levying the final assessments and requests that the unpaid final assessments for the Authorized Improvements shall be payable in 40 semi-annual installments, together with interest at the rate of 5.93% and with collection commencing on the earliest date permitted by said County Auditor, but in no event sooner than the semiannual installment payment of first-half real property taxes for tax year 2020 due in 2021 with respect to the Property.

Pursuant to Ohio Revised Code Section 1710.03(C), the Petitioner hereby appoints the duly elected members of the Board of Directors of the District as its designee to carry out the rights and responsibilities of District members under Ohio Revised Code Chapter 1710 or such representative as may be duly appointed by the Petitioner from time to time, which designation shall not expire unless and until the Petitioner shall notify the Secretary of the District that said designation is no longer in effect or that Petitioner has made a new designation to replace said designation.


The Petitioner further waives any and all questions as to the constitutionality of the laws under which Authorized Improvements shall be acquired, installed or constructed or the proceedings relating to the acquisition, installation, or construction of the Authorized Improvements, the jurisdiction of the City acting in connection with the acquisition, installation, or construction of the Authorized Improvements, all irregularities, errors and defects, if any, procedural or otherwise, in the levying of the assessments or the undertaking of the Authorized Improvements, and specifically waives any and all rights of appeal, including any right of appeal as provided in Ohio Revised Code Title 7, and specifically but without limitation, Ohio Revised Code Chapters 727 and 1710, as well as all such similar rights under the Constitution of the State of Ohio, and the Charter of the City of Centerville, Ohio. The Petitioner represents that it will not contest, in a judicial or administrative proceeding, the undertaking of the Authorized Improvements, the estimated assessments, the final assessments and any Special Assessments levied against the Property for the Authorized Improvements, or any other matters related to the foregoing.

The Petitioner acknowledges and understands that the City and the Corporation will be relying upon this Petition in taking actions pursuant to it and expending resources. This Petition therefore shall be irrevocable and shall be binding upon the Petitioner, any successors or assigns of the Petitioner, the Property, and any grantees, mortgagees, lessees, or transferees of the Property. The Petitioner acknowledges that it has had an opportunity to be represented by legal counsel in this undertaking and has knowingly waived the rights identified in this Petition.

IN WITNESS WHEREOF, the Petitioner has caused this petition to be executed by the officer stated below.

PETITIONER:
PLATFORM III - THIRD LLC

By: CODA HOLDING II LLC, its manager

By: 

Name: Scott Krone

Title: Manager

Address for notices to Property Owner:

600 Waukegan Road, #129
Northbrook, Illinois 60062

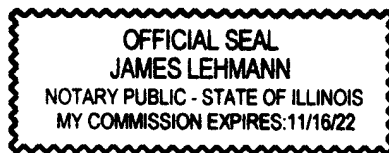
STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

BEFORE ME, a Notary Public in and for said County and State, personally appeared the above named PLATFORM III- THIRD LLC by Scott Krone, a manager of CODA HOLDING II LLC, its manager, who acknowledged that such manager did sign the foregoing instrument and that the same is such manager's free act and deed as such manager and of said limited liability company.

The notarial act certified hereby is a jurat. An oath or affirmation was administered to the signer with regard to the notarial act certified to hereby.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal on the day and year aforesaid.

[SEAL]



Notary Public

EXHIBIT A

DESCRIPTION OF PROPERTY

The real property subject to this Petition and owned by Platform III – Third LLC is located in Dayton, Ohio, having Montgomery County Auditor Parcel ID No. R72 00709 0029 and the following legal description:

Situated in the County of Montgomery, State of Ohio, City of Dayton and bounded and described as follows: Being Lots numbered Seven Hundred Fifteen (715) and Seven Hundred Sixteen (716) of the consecutive numbers of lots on the revised plat of the said City of Dayton, Ohio.

Parcel Nos. R72-00709-29, R72-00709-30 and R72-00709-31

EXHIBIT B

DAYTON REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT PROGRAM PLAN

SUPPLEMENT TO PLAN FOR 535 EAST THIRD STREET, DAYTON, OHIO PROJECT

As more fully provided by the Dayton Regional Special Improvement District Program Plan (the **Program Plan**), the Dayton Regional Energy Special Improvement District (the **District**) has undertaken the administration of a property assessed clean energy (PACE) program (the **Program**). The Program will provide financing secured by special assessments on real property for special energy improvement projects.

Through a Petition submitted in connection with this Supplemental Plan, Platform III – Third LLC (the **Property Owner**), has requested and consented to certain special assessments by City of Dayton, Ohio (the **City**) in cooperation with the District with respect to certain real property owned by the Property Owner and located on Montgomery County Auditor Parcel Number R72 00709 0029 as more fully described on **Exhibit 1** (the **Property**). A proposed schedule for special assessments to be assessed against the Property to pay the costs of the Authorized Improvements is attached hereto as **Exhibit 2**. The Property Owner hereby certifies, represents, and warrants to the City and the District that the actual costs of the Authorized Improvements have been ascertained. The special assessments shall be allocated among the parcels that make up the Property as follows:

<u>Parcel Number</u>	<u>Proportion of Total Special Assessments</u>
R72 00709 0029	100%

In the event that at any time following the date of this Supplement to the Plan the Property is combined or subdivided into permanent parcels in the records of the County Auditor of Montgomery County, Ohio then the Property Owner requested in the Petition that the Special Assessments be allocated among the resulting parcels in proportion to the acreage of the existing parcels that are contained in each resulting parcel that contains a portion of an existing parcel. The Property Owner further certified, represented, and warranted to the District and the City in the Petition that the portion of the Special Assessments allocated to each resulting parcel as described above are in proportion to, and do not exceed, the special benefits to be conferred on the resulting parcel or resulting parcels by the Authorized Improvements identified in this Supplement to the Plan.

The Authorized Improvements applicable to the Property will include the acquisition, construction, installation, improvement, and equipping of HVAC systems, lighting upgrades, roof improvements, energy-efficient windows, and related improvements. As required by Ohio Revised Code Section 1710.01(K), said Authorized Improvements are anticipated to reduce or support the reduction of energy consumption, allow for reduction in demand, or support the

production of clean, renewable energy. A detailed description of the Authorized Improvements is attached to this Supplemental Plan as **Exhibit 3**.

The Property Owner will cause this Supplemental Plan to be promptly filed with the Board of Directors of the District and with the Clerk of the City Commission of the City of Dayton, Ohio.

The undersigned owner of real property located within the District acknowledges that the District and the City are subject to Ohio public records laws, including Ohio Revised Code Section 149.43 *et seq.* The undersigned property owner agrees to the disclosure of certain property owner information by the District or the City to the extent required by law.

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BY EXECUTING THIS SUPPLEMENTAL PLAN, THE PROPERTY OWNER IDENTIFIED BELOW HEREBY AUTHORIZES AND CONSENTS TO THIS SUPPLEMENTAL PLAN, AND ALL DISTRICT DOCUMENTS (AS DEFINED IN THE PLAN) AND AGREES TO PERFORM THE OBLIGATIONS OF THE PROPERTY OWNER CONTAINED IN THIS SUPPLEMENTAL PLAN.

Date: _____

Property Owner:
PLATFORM III – THIRD LLC

By: **CODA HOLDING II LLC**, its manager

By:  _____

Name: Scott Krone

Title: Manager

Address for notices to Property Owner:

600 Waukegan Road, #129
Northbrook, Illinois 60062

[Property Owner Consent to Supplemental Plan]

EXHIBIT 1

DESCRIPTION OF PROPERTY

The real property subject to this Supplemental Plan and owned by Platform III – Third LLC is located in Dayton, Ohio, having Montgomery County Auditor Parcel ID No. R72 00709 0029 and the following legal description:

Situated in the County of Montgomery, State of Ohio, City of Dayton and bounded and described as follows: Being Lots numbered Seven Hundred Fifteen (715) and Seven Hundred Sixteen (716) of the consecutive numbers of lots on the revised plat of the said City of Dayton, Ohio.

Parcel Nos. R72-00709-29, R72-00709-30 and R72-00709-31

EXHIBIT 2

SCHEDULE OF SPECIAL ASSESSMENTS

The Property will be subject to special assessments for the Authorized Improvements in accordance with Ohio Revised Code Chapter 1710.

Total assessment costs:	\$2,041,898.80
Estimated semi-annual special assessments for 20 years:	\$51,047.47
Number of semi-annual assessments:	40
First semi-annual installment due (approximately):	February 15, 2021

The schedule of Special Assessments for the Authorized Improvements is as follows:

Special Assessment Date*	Total Special Assessment Amount**
February 15, 2021	\$51,047.47
July 15, 2021	\$51,047.47
February 15, 2022	\$51,047.47
July 15, 2022	\$51,047.47
February 15, 2023	\$51,047.47
July 15, 2023	\$51,047.47
February 15, 2024	\$51,047.47
July 15, 2024	\$51,047.47
February 15, 2025	\$51,047.47
July 15, 2025	\$51,047.47
February 15, 2026	\$51,047.47
July 15, 2026	\$51,047.47
February 15, 2027	\$51,047.47
July 15, 2027	\$51,047.47
February 15, 2028	\$51,047.47
July 15, 2028	\$51,047.47
February 15, 2029	\$51,047.47
July 15, 2029	\$51,047.47
February 15, 2030	\$51,047.47
July 15, 2030	\$51,047.47
February 15, 2031	\$51,047.47
July 15, 2031	\$51,047.47
February 15, 2032	\$51,047.47
July 15, 2032	\$51,047.47
February 15, 2033	\$51,047.47
July 15, 2033	\$51,047.47
February 15, 2034	\$51,047.47
July 15, 2034	\$51,047.47
February 15, 2035	\$51,047.47

July 15, 2035	\$51,047.47
February 15, 2036	\$51,047.47
July 15, 2036	\$51,047.47
February 15, 2037	\$51,047.47
July 15, 2037	\$51,047.47
February 15, 2038	\$51,047.47
July 15, 2038	\$51,047.47
February 15, 2039	\$51,047.47
July 15, 2039	\$51,047.47
February 15, 2040	\$51,047.47
July 15, 2040	\$51,047.47

* Pursuant to Ohio Revised Code Chapter 323, the Special Assessment Payment Dates identified in this Exhibit 2 are subject to adjustment by the Montgomery County Auditor under certain conditions.

** Pursuant to Ohio Revised Code Section 727.36, the Montgomery County Auditor may charge and collect a fee in addition to the amounts listed in the above schedule.

EXHIBIT 3

Description of Authorized Improvements

The Authorized Improvements are expected to consist of the following energy efficiency elements, the total costs of which are \$1,075,000.

- Roof upgrades
- HVAC system upgrades
- Lighting improvements
- Energy-efficient windows

EXHIBIT C

**DAYTON REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT PROGRAM
PLAN**

[See Attached]

DAYTON REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT PROGRAM PLAN

The Dayton Regional Energy Special Improvement District (the “District”) will administer a property assessed clean energy (“PACE”) program (the “Program”). The Program will provide financing secured by special assessments on real property for special energy improvement projects. Pursuant to Section 1710.02(F) of the Ohio Revised Code, Tower Partners, LLC, as the initial owner of real property within the District (the “Owner”) authorizes, consents to, and submits to the City of Dayton, Ohio for approval this plan for the Program (as the same may be amended and supplemented from time to time as provided herein, the “Plan”) to provide for the Program’s administration and to set forth the terms and conditions of participation in the Program.

The District is established pursuant to the special energy improvement district provisions of Chapter 1710 of the Ohio Revised Code. This Plan refers to Chapter 1710 and any and all future amendments to the special energy improvement district provisions of Chapter 1710 as the “Act.” Any specific statutory reference contained in this Plan shall also refer to any succeeding or amending statutory provision.

Participation in the District’s Program is limited to property owners who have agreed to add their property to the District and who otherwise meet the Program’s terms and conditions. These terms and conditions are addressed in this Plan, and include, without limitation, an application, a petition, a schedule of assessments to be made on included property (“Assessment Schedule”), and the governing documents forming the District. The District’s governing documents include its Articles of Incorporation, Code of Regulations, resolutions duly adopted by the board of directors of the District, and the applicable resolutions and ordinances of the participating political subdivision where the real property is located (collectively, the “Governing Documents”). As a condition to participation in the District and the Program, each property owner must review and agree to the Governing Documents and further must review, agree to, and execute this Plan, an application, a petition, and an Assessment Schedule. The Governing Documents, this Plan, the applications, the petitions, and the Assessment Schedules are referred to herein collectively as the “District Documents.” In addition to the District Documents, property owners may be required to agree to and execute an agreement to impose special assessments as a condition to receiving financing of special energy improvement projects from the District.

The District Documents establish the terms and conditions of the Program. The Program terms and conditions may be amended from time to time as described in Part X of this Plan. **By agreeing to and executing the District Documents, each property owner consents to the terms and conditions of all District Documents.**

I. Purpose of the Program

The Program is intended to assist property owners, whether private or public, who own real property within participating political subdivisions to obtain financing for special energy improvement projects, as that term is defined in the Act (the "Authorized Improvements"). Obligations, including but not limited to special assessment reimbursement agreements, special assessment revenue bonds and revenue notes, loan obligations or other evidences of indebtedness, and nonprofit corporation securities (collectively, the "Program Obligations") may be issued by the District or on behalf of the District by a third party. Program Obligations or the proceeds from the sale of the Program Obligations may be used to finance Authorized Improvements that benefit properties within the District and any costs incurred by the District in connection with the issuance of Program Obligations. Participating political subdivisions shall levy special assessments on real property included in the District, the payment of which may pay the Program Obligations and the costs of administering the Program. Special assessment payments levied to finance Authorized Improvements will be due and payable by property owners at the same time real property taxes are due; provided, however, that certain Program Obligations may require special assessments to be due and payable by property owners only to the extent that such property owners fail to pay an obligation of the property owner secured by special assessments, such as a loan, in which case special assessments will only be due and payable by property owners if actually levied.

Nothing in this Plan shall be construed as a representation on the part of any participating political subdivision, the District, the board of directors of the District, or any of the directors, officers, agents, members, independent contractors, or employees of the District or board of directors that the Program is the best financing option available. Property owners are advised to conduct independent research to determine the best course of action.

II. The District's Governance, Program Administrator, and Conduit Financing Entity

The District shall be governed, pursuant to the District Documents and the Act, by the Board of Directors ("Board") of the Dayton Regional Energy Special Improvement District, Inc., a nonprofit corporation organized under the laws of the State of Ohio (the "Corporation") to govern the District.

Pursuant to the Act, other Ohio law, and the Code of Regulations of the Corporation, the Board may from time to time, and under such conditions as the Board determines, delegate any or all of the authority contained in this Plan to its sub-committee or to an agent, independent contractor, or employee of the District or the Board.

This Plan specifically contemplates that, as authorized in the Act, the District may contract for the services of a "Program Administrator" and for the services of a "Conduit Financing Entity."

The Program Administrator may provide, without limitation, the following services: (i) pursuant to Part III of this Plan, developing and administering eligibility guidelines, creating and

administering an application, setting criteria and developing a list of pre-approved contractors, procuring resources or cooperating with property owners to procure resources, and administering referrals; (ii) pursuant to Part IV of this Plan, marketing, program design, cooperating with property owners to implement Authorized Improvements, and other administrative services; and (iii) establishing and administering a revolving loan facility providing financing for certain special energy improvement projects.

The Conduit Financing Entity shall be the Dayton-Montgomery County Port Authority. The Conduit Financing Entity may provide, without limitation, the following services: (i) pursuant to Part III of this Plan, financing Authorized Improvements and cooperating with property owners to obtain financing for Authorized Improvements; (ii) pursuant to Part IV of this Plan, tracking and administering Program Obligations, administering special assessments, budgeting, and conducting or overseeing the audit process; and (iii) assisting with marketing efforts relating to the District.

III. Program Eligibility, Approvals, Financing, and Procurement

The Board is hereby authorized to create, administer, amend, and abolish a process by which property owners join the Program. The process by which property owners join the Program may include, without limitation, the following requirements:

- (A) Eligibility. The Board is hereby authorized to create, administer, amend, and abolish eligibility requirements for the Program. The Board is further authorized to determine, in each individual case, whether property is eligible for participation in the Program.

To be eligible for participation in the Program, each property owner must file a petition with the Board requesting to add its property to the District and requesting the levy of special assessments to be used to pay or secure Program Obligations issued or used to finance Authorized Improvements. Each parcel of real property added to the District must have at least one Authorized Improvement. The petition to add property to the District shall be considered by the District in accordance with this Plan and the other District Documents. If the District approves the petition, it shall submit the petition to the executive officer and legislative body of the participating political subdivision in which the real property is located. A property owner may file more than one petition and may amend or withdraw any petition filed at any time before the petition is approved by the legislative body of the participating political subdivision in which the real property is located. Petitions shall conform to the requirements of Ohio Revised Code Chapter 1710 and any requirements of the Board.

To be eligible for participation in the Program, each property owner must agree to be bound by the terms of this Plan. The Plan for the District may be amended and supplemented from time to time in accordance with its terms, including, specifically, by supplements to the Plan which identify additional Authorized Improvements within the District to be subject to the Plan or add property to the

District and subject such additional property to the Plan. To be eligible for participation in the Program, each property owner, with the exception of the Owner, must file a supplement to this Plan (the "Supplemental Plan") with the Board and the clerk of the legislative body of the participating political subdivision in which the real property is located identifying the Authorized Improvements to be undertaken as part of the Plan applicable to real property within the District or to be added to the district. Supplemental Plans shall include such other information as may be required by the Board. Supplemental Plans shall conform to the requirements of Ohio Revised Code Chapter 1710 and any requirements of the Board.

- (B) Application. The Board is hereby authorized to create, administer, amend, and abolish an application, including a pre-application, for participation in the Program. The Board further may set the terms and conditions for the application's use and evaluation.
- (C) Contractors. The Board is hereby authorized to require property owners to complete Authorized Improvements through the work of pre-approved contractors. The Board is further authorized to create criteria for the approval of contractors and to determine which contractors meet the criteria and are approved. The Board may communicate which contractors have been pre-approved to property owners by any means the Board deems appropriate, and the Board shall determine whether property owners comply with its pre-approved contractor's requirements.

Nothing in this Plan or the District Documents shall be construed to be a recommendation or guarantee of reliability of pre-approved contractors by any participating political subdivision, the District, the Board, or any of the directors, officers, agents, members, independent contractors, or employees of the District or Board.

- (D) Procurement and Referrals. The Board is hereby authorized to procure supplies, services, contracts, financing, and other resources related to the completion of Authorized Improvements. The Board is further authorized to refer property owners to suppliers, service providers, contractors, lenders, and the providers of other resources related to the completion of Authorized Improvements and the administration of District activities.

Pursuant to the Act, the Board shall adopt written rules prescribing competitive bidding procedures for the District and for Authorized Improvements undertaken by the District on behalf of property owners, which competitive bidding procedures may differ from competitive bidding procedures applicable to the City or the procedures in Chapter 735 of the Ohio Revised Code and may specify conditions under which competitive bidding is not required. Except as specified in the Act and in this Plan, the District Documents shall not be construed to

eliminate or alter the competitive bidding procedures applicable to the City as a participating political subdivision.

- (E) Financing. The Board is hereby authorized to finance Authorized Improvements through the use or issuance of Program Obligations. The Board may hire such legal and financial professionals as may be required to successfully finance Authorized Improvements through the use or issuance of Program Obligations.

IV. Program Services

The Board is hereby authorized to provide ongoing services to the District, its property, and the property owners. All services provided under this Plan shall be deemed to be services provided in furtherance of Authorized Improvements provided under this Plan. Such services, without limitation, may include the following:

- (A) Program Design. The Board is hereby authorized to design comprehensive services to establish and maintain the Program's legal and programmatic framework.
- (B) Program Administration. The Board is hereby authorized to educate the public on the Program and its purposes, market the program to the public, process applications, verify aspects of the Authorized Improvements, assure the Program's overall quality and the quality of Authorized Improvements, serve customers, and assist property owners in the origination and closing processes.
- (C) Marketing. The Board is hereby authorized to market the Program and promote the District's image through means such as developing literature and brochures, conducting public relations, collecting data, managing information, cooperating with members, creating electronic and print marketing materials, and holding special events.
- (D) Authorized Improvement Implementation. The Board is hereby authorized to cooperate with property owners for the implementation of Authorized Improvements, including cooperating with property owners for the addition of property to the District and the approval of petitions and Supplemental Plans by participating political subdivisions and the Board.
- (E) Tracking and Administration of Program Obligations. The Board is hereby authorized to create, administer, amend, and abolish procedures for the tracking and administration of Program Obligations issued or used to finance Authorized Improvements. Without limitation, the administration of special assessments may include reporting delinquent special assessments, following-up with delinquent property owners, and coordinating with delinquent property owners. The Board may hire such professionals as may be required to successfully track and administer Program Obligations.

- (F) Administering Special Assessments. The Board is hereby authorized to create, administer, amend, and abolish procedures for the administration of special assessments levied pursuant to the District Documents. Without limitation, the administration of special assessments may include calculating the amount of special assessments, preparing certifications of special assessments for the county auditor, billing the special assessments, and considering property owners' claims regarding the calculation or billing of special assessments. The Board may hire such professionals as may be required to successfully administer special assessments.
- (G) Budgeting. The Board shall provide for the production of an annual report describing the District's budget, services delivered, revenues received, expenditures made, and other information about the District's activities. The annual report shall be made available to the Board and to the District's members. The Board may hire such professionals as may be required to successfully account for all District finances.
- (H) Auditing. The Board is hereby authorized to provide for an audit of the District in such manner as the Board deems appropriate. The Board may hire such professionals as may be required to successfully audit the District.
- (I) Other Services. The Board is hereby authorized to provide any other services authorized by the Act.

V. Fees

Program Costs. The Board is hereby authorized to charge to property owners, as costs of administering the Program, any costs permitted by the Act. Such costs may include, without limitation, the following:

- (A) The cost of creating and operating the District, including creating and operating the Corporation, hiring employees and professional services, contracting for insurance, and purchasing or leasing office space or office equipment;
- (B) The cost of planning, designing, and implementing Authorized Improvements or services under this Plan or any Supplemental Plan, including payment of architectural, engineering, legal, appraisal, insurance, consulting, energy auditing, and planning fees and expenses, and, for services under this Plan or any Supplemental Plan, the management, protection, and maintenance costs of public or private facilities;
- (C) Any court costs incurred by the District in implementing this Plan or any Supplemental Plans;

- (D) Any damages resulting from implementing this Plan or any Supplemental Plan;
- (E) The costs of issuing, monitoring, paying interest on, and redeeming or refunding Program Obligations issued or used to finance Authorized Improvements or services under this Plan or any Supplemental Plan; and
- (F) The costs associated with the sale, lease, lease with an option to purchase, conveyance of other interests in, or other contracts for the acquisition, construction, maintenance, repair, furnishing, equipping, operation, or improvement of the District's territory, or between the District and any owner of property in the District on which an Authorized Improvement has been acquired, installed, equipped, or improved.

Pursuant to the Act, such Program costs may be included in the special assessments levied on real property within the District.

Application Fee. The Board is hereby authorized to set and charge an application fee for Program services provided by the District. The application fee may be non-refundable. The application fee may be credited to the cost of Authorized Improvements if the application is approved and an Authorized Improvement is made to the property for which application was made.

VI. Energy Efficiency and Renewable Energy Regulations and Requirements

Energy Efficiency Reporting Requirements. Ohio Revised Code Section 1710.061 requires the Board to submit a quarterly report to each electric distribution utility ("EDU") with a District Authorized Improvement within the EDU's certified territory. The quarterly report submitted to the EDU must include the total number and a description of each new and ongoing District Authorized Improvement that produces energy efficiency savings or reduction in demand and other additional information that the EDU needs to obtain credit under Ohio Revised Code Section 4928.66 for energy efficiency savings or reduction in demand from such projects. The Board is hereby authorized to submit quarterly reports due required under Ohio Revised Code Section 1710.061. Property owners shall comply with Board requirements for information gathering and reporting to ensure Board compliance with Ohio Revised Code Section 1710.061.

Energy Efficiency Credits. The Board is hereby authorized to adopt rules governing energy efficiency credits associated with Authorized Improvements financed with Program Obligations or the proceeds of Program Obligations. Property owners shall comply with Board requirements in furtherance of energy efficiency credit programs.

Renewable Energy Credits. The Board is hereby authorized to adopt rules governing renewable energy credits associated with Authorized Improvements financed with Program Obligations or the proceeds of Program Obligations. Property owners shall comply with Board requirements in furtherance of renewable energy credit programs.

Monetizing Other Energy Efficiency or Renewable Energy Attributes. The Board is hereby authorized to adopt rules governing the monetization of any energy efficiency or renewable energy attributes of any Authorized Improvements financed with Program Obligations or the proceeds of Program Obligations. Property owners shall comply with Board requirements in furtherance of the monetization of such attributes.

VII. Statutory Requirements

As provided in the District Documents:

- (A) Additional territory may be added to the District in accordance with the Act and the rules established by the Board pursuant to Part III of this Plan.
- (B) The District Documents may be amended or supplemented in accordance with their terms.
- (C) As described in this Plan, the Board is authorized to implement and amend this Plan, any Supplemental Plan, and any other plans for Authorized Improvements, public improvements, and public services, all in accordance with the Act.
- (D) The public improvements to be provided by the District are the Authorized Improvements identified in the petition and Supplemental Plan. The area where the Authorized Improvements will be undertaken will be the area identified in each petition requesting formation of the District or in any petition requesting addition of real property to the District. The method of assessment shall be in proportion to the special benefits received by each property owner within the District as a result of Authorized Improvements.
- (E) For the purpose of levying an assessment, the Board may combine levies for Authorized Improvements and public services into one special assessment to be levied against each specially benefited property in the District.

VIII. Changes in State and Federal Law

The ability to issue or use Program Obligations to finance Authorized Improvements is subject to a variety of state and federal laws. If these laws change after property owners have applied to the District for financing, the District may be unable to fulfill its obligations under this Plan. **The District shall not be obligated to implement any provision of this Plan which is contrary to state or federal law. The District shall not be liable for any inability to finance Authorized Improvements as a result of state and federal law or any changes in state and federal law which reduce or eliminate the effectiveness of financing Authorized Improvements through the District's Program.**

IX. Releases and Indemnification

The District has been created with the approval of the City of Dayton, Ohio, as a participating political subdivision, for the purposes of implementing this Plan and administering the Program. The District and any participating political subdivision shall be neither responsible nor liable for the installation, operation, financing, refinancing, or maintenance of Authorized Improvements. Property owners will be solely responsible for the installation, operation, financing, refinancing, and maintenance of the Authorized Improvements. Participation in the Program does not in any way obligate the District or any participating political subdivision to ensure the viability of Authorized Improvements. Owners of assessed real property must pay the special assessments regardless of whether the Authorized Improvements are properly installed or operate as expected.

By agreeing to and executing this Plan, each owner of real property included in the District (other than any political subdivision that owns real property included in the District) agrees to release, defend, indemnify, and hold harmless the District and the participating political subdivisions, including their directors, officers, members, agents, independent contractors, and employees, from and against any claims, actions, demands, costs, damages or lawsuits, arising out of or connected with participation in the Program. Any political subdivision that owns real property included in the District agrees to release and hold harmless the District and the participating political subdivisions, including their directors, officers, members, agents, independent contractors, and employees, from and against any claims, actions, demands, costs, damages or lawsuits, arising out of or connected with the political subdivision's participation in the Program in its capacity as a property owner.

X. Changes in the Program Terms; Severability

Participation in the Program is subject to the District Documents' terms and conditions in effect from time to time during participation. The District reserves the right to change this Plan and the terms and conditions of the District Documents at any time without notice. No such change will affect a property owner's obligation to pay special assessments as set forth in the District Documents.

If any provision of the District Documents is determined to be unlawful, void, or for any reason unenforceable, that provision shall be severed from these District Documents and shall not affect the validity and enforceability of any remaining provisions.

XI. Disclosure of Property Owner Information

The District and any participating political subdivision may disclose information of the District to any agent of the District or to third parties when such disclosure is essential either to the conduct of the District's business or to provide services to property owners, including but not limited to where such disclosure is necessary to (i) comply with the law (ii) enable the District

and participating political subdivisions and their agents to provide services or otherwise perform their duties, and (iii) obtain and provide credit reporting information. In order to receive funding for the Program and to enable communication regarding the State of Ohio's energy programs, property owners' names and contact information may be disclosed to their current electric utilities. Property owners' names, contact information, and utility usage data further may be disclosed to the District and its agents for the purpose of conducting surveys and evaluating the Program. The District shall not disclose personal information to third parties for telemarketing, e-mail, or direct mail solicitation unless required to by law or court order.

Each owner of real property located within the District acknowledges that the District is subject to Ohio public records laws, including Ohio Revised Code Section 149.43 *et seq.* Each property owner that executes this Plan agrees to the disclosure of certain property owner information as stated in this Part.

XII. Initial Authorized Improvements

The Owner has requested and consented to certain special assessments by the District with respect to certain real property owned by the Owner and located at 40 North Main Street, Dayton, Ohio, 45423 (the "Property"), which Property is described more specifically in Exhibit A attached to this Plan. A schedule of special assessments to be levied on the Property to pay the costs of the Authorized Improvements is attached to this Plan in Exhibit B.

The Authorized Improvements applicable to the Property will include: the replacement of lighting fixtures to increase energy efficiency, the installation of variable frequency drives on air-handling-unit motors and dampers, the refurbishment of building automation controls, the installation of a new condensing boiler to gain efficiency over existing non-condensing boilers, the replacement of outdoor air intake controls, and the improvement of the energy efficiency of a water storage tank. As required by Ohio Revised Code Section 1710.01(K), said Authorized Improvements are anticipated to reduce or support the reduction of energy consumption, allow for reduction in demand, or support the production of clean, renewable energy. A detailed description of the Authorized Improvements is attached to this Plan in Exhibit B.

BY EXECUTING THIS PLAN, THE PROPERTY OWNER IDENTIFIED BELOW
HEREBY AUTHORIZES AND CONSENTS TO THIS PLAN AND AGREES TO
PERFORM THE OBLIGATIONS OF THE PROPERTY OWNER CONTAINED IN
THIS PLAN.

Date: 5-18-15, 2015

Property Owner:
TOWER PARTNERS, LLC

A handwritten signature in blue ink, appearing to read "Jerry Brunswick", is written over a horizontal line.

By: Jerry Brunswick, Director of the Dayton-Montgomery County Port Authority,
the Attorney-in-Fact of Tower Partners, LLC

Address for notices to Property Owner:

Tower Partners, LLC

80 Skyline Drive, Suite 303

Plainview, New York 11803

[Property Owner Consent to Plan]

PLAN—EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

The Property subject to this Agreement is commonly known as Kettering Tower, located at the commonly used address 40 North Main Street, Dayton, Ohio, 45423, with Montgomery County Auditor Parcel ID Nos. R72-00208-0006, R72-00208-0011, R72-00208-0014, and R72-00208-0018 and with the following legal description:

Situated in the County of Montgomery, State of Ohio and in the City of Dayton and being parts of Lots Numbered One Hundred Five (105), One Hundred Six (106), One Hundred Seven (107), and One Hundred Eight (108) of the consecutive numbers of Lots on the revised Plat of the City of Dayton, and more particularly described as follows:

Parcel No. 1 Located in the City of Dayton, County of Montgomery, State of Ohio and being parts of Lot Nos. 106 and 107, of the Revised and Consecutive numbers of Lots on the Plat of said City of Dayton, Ohio, and being a tract of land described as follows: Beginning at the Northwest corner of said Lot No. 107, said Northwest corner being the intersection of the East line of North Main Street with the South line of East Second Street; Thence with the South line of said East Second Street and the North line of said Lot No. 107, and its eastward extension, said extension being the North line of said Lot No. 106 and making an interior angle with the West line of said Lot No. 107, of ninety degrees four minutes thirty seconds ($90^{\circ} 04' 30''$) for two hundred ninety-seven and $60/100$ (297.60) feet to the Northeast corner of said Lot No. 106; Thence southwardly with the East line of said Lot No. 106 and making an interior angle with the last mentioned course of eighty-nine degrees fifty-five minutes thirty seconds ($89^{\circ} 55' 30''$) for ninety-nine and $40/100$ (99.40) feet; thence westwardly with the eastward extension of the South line of said Lot No. 107 and with the South line of said Lot No. 107 and making an interior angle with the last mentioned course of ninety degrees four minutes thirty seconds ($90^{\circ} 04' 30''$) for one hundred eighty-one and $40/100$ (181.40) feet to a point located one hundred sixteen and $20/100$ (116.20) feet eastwardly from the southwest corner of said Lot No. 107; thence northwardly and making an interior angle with the last mentioned course of eighty-nine degrees fifty-five minutes thirty seconds ($89^{\circ} 55' 30''$) for sixteen and $91/100$ (16.91) feet to a point in the eastward extension of the North wall of the existing building belonging to The Third National Bank of Dayton, Ohio; Thence westwardly along the North wall of said Bank Building and making an interior angle with the last mentioned course of two hundred seventy degrees four minutes and thirty seconds ($270^{\circ} 04' 30''$) for one hundred sixteen and $20/100$ (116.20) feet to a point in the West line of said Lot No. 107, said West line being the East line of North Main Street; thence northwardly with the said West line and said East line and making an interior angle with the last mentioned course of eighty-nine degrees fifty-five minutes thirty seconds ($89^{\circ} 55' 30''$) for eighty-two and $49/100$ (82.49) feet to the point of beginning.

Parcel Nos. R72-002-08-0006, 0007, 0008, 0009, 0010, 0049, 0051, 0052, 0053

Parcel No. 2: Located in the City of Dayton, County of Montgomery, State of Ohio and being a part of Lot No. 105 of the revised and consecutive numbers of Lots on the plat of said City of Dayton, Ohio, and being a tract of land described as follows: Beginning at a point in the South line of East Second Street, said point of beginning being the Northwest corner of said Lot 105; Thence eastwardly with the South line of said East Second Street and the North line of said Lot No. 103 and making an interior angle with the West line of said Lot No. 105 of ninety degrees four minutes thirty seconds ($90^{\circ} 04' 30''$) for eighty-one and $66/100$ (81.66) feet; Thence southwardly, leaving said south line and said north line and making an interior angle with the last-mentioned course of eighty-nine degrees fifty-five minutes thirty seconds ($89^{\circ} 55' 30''$) for sixty and $24/100$ (60.24) feet; thence eastwardly and making an interior angle with the last-mentioned course of two hundred seventy

degrees four minutes thirty seconds ($270^{\circ} 04' 30''$) for seventeen and $54/100$ (17.54) feet to a point in the East line of said Lot No. 105 and the West line of North Jefferson Street; Thence Southwardly with said East line and said West line and making an interior angle with the last-mentioned course of eighty-nine degrees fifty-five minutes thirty seconds ($89^{\circ} 55' 30''$) for fifty-nine and $24/100$ (59.24) feet; Thence westwardly, leaving said West line and said East line and making an interior angle with the last-mentioned course of ninety degrees four minutes thirty seconds ($90^{\circ} 04' 30''$) for ninety-nine and $20/100$ (99.20) feet to a point in the West line of said Lot No. 105; Thence northwardly with said West line and making an interior angle with the last-mentioned course of eighty-nine degrees fifty-five minutes thirty seconds ($89^{\circ} 55' 30''$) for one hundred nineteen and $48/100$ (119.48) feet to the point of beginning. Parcel Nos. R72-002-08-0014, 0015, 0016, 0017, 0019, 0020.

Parcel No. 3: Located in the City of Dayton, County of Montgomery, State of Ohio and being a part of Lot No. 105 of the revised and consecutive numbers of Lots on the plat of said City of Dayton, Ohio, and being a tract of land described as follows: Beginning at the Northeast corner of said Lot No. 105, said Northeast corner being the intersection of the South line of East Second Street with the West line of North Jefferson Street; Thence southwardly with the West line of North Jefferson Street and the East line of said Lot No. 105 and making an interior angle with the North line of said Lot No. 105 of eighty-nine degrees fifty-five minutes thirty seconds ($89^{\circ} 55' 30''$) for sixty and $24/100$ (60.24) feet; Thence westwardly, leaving said West line and said East line and making an interior angle with the last mentioned course of ninety degrees four minutes thirty seconds ($90^{\circ} 04' 30''$) for seventeen and $54/100$ (17.54) feet; Thence northwardly and making an interior angle with the last mentioned course of eighty-nine degrees fifty-five minutes thirty seconds ($89^{\circ} 55' 30''$) for sixty and $24/100$ (60.24) feet to a point in the North line of said Lot No. 105 and the South line of said East Second Street; thence Eastwardly with said North line and said South line and making an interior angle with the last-mentioned course of ninety degrees four minutes thirty seconds ($90^{\circ} 04' 30''$) for seventeen and $54/100$ (17.54) feet to the point of beginning. Parcel No. R72-002-08-0018.

Also parts of Lots No. 105, 106 and 108 of the Revised and Consecutive Numbers of Lots on the Plat of said City of Dayton, Ohio, and being a tract of land described as follows: Beginning at the Southeast corner of said Lot No. 105, said Southeast corner being the intersection of the North line of Artz Lane with the West line of North Jefferson Street; Thence westwardly with the South line of said Lot 105 and its westward extension, said extension being the South line of said Lots Nos. 106 and 108 and the North line of said Artz Lane and making an interior angle with the East line of said Lot No. 105 of ninety degrees four minutes thirty seconds ($90^{\circ} 04' 30''$) for two hundred and $40/100$ (200.40) feet to a point located one hundred ninety-six and $40/100$ (196.40) feet eastwardly from the Southwest corner of said Lot No. 108; Thence northwardly, parallel to the West line of said Lot No. 108 and making an interior angle with the last mentioned course of eighty-nine degrees fifty-five minutes thirty seconds ($89^{\circ} 55' 30''$) for ninety-nine and $40/100$ (99.40) feet to a point on the North line of said Lot No. 108; thence Eastwardly with the North line of said Lot No. 108 and its eastward extension and making an interior angle with the last-mentioned course of ninety degrees four minutes thirty seconds ($90^{\circ} 04' 30''$) for one hundred one and $20/100$ (101.20) feet to a point in the East line of said Lot No. 106 and the West line of said Lot No. 105; Thence southwardly with said East line and said West line and making an interior angle with the last mentioned course of eighty-nine degrees fifty-five minutes thirty seconds ($89^{\circ} 55' 30''$) for twenty and $08/100$ (20.08) feet; thence Eastwardly, parallel to the North line of said Lot No. 105 and making an interior angle with the last mentioned course of two hundred seventy degrees four minutes thirty seconds ($270^{\circ} 04' 30''$) for ninety-nine and $20/100$

(99.20) feet to a point in the East line of said Lot No. 105 and the West line of said North Jefferson Street; Thence southwardly with said East line and said West line and making an interior angle with the last mentioned course of eighty-nine degrees fifty-five minutes thirty seconds ($89^{\circ} 55' 30''$) for seventy-nine and $32/100$ (79.32) feet to the point of beginning. Parcel Nos. R72-002-08-0011, 0013, 0021, 0022, 0050.

Parcel No. 4 (Parking): Located in Section 4, Town 1, Range 7, Between the Miamis, City of Dayton, County of Montgomery, State of Ohio and being part of Lot 135 and part of Lot 136 of the Revised and Consecutive Numbers of Lots on the Plat of said City of Dayton, Ohio, and being a tract of land described as follows: Beginning at a nail found at the Southeast corner of land conveyed to Gem City Community Redevelopment Corporation by deed recorded in Deed Microfiche No. 80-555C09 of the Deed Records of Montgomery County, Ohio. Said corner being in the South line of Lot 135 and the North line of East Third Street (109.34 feet wide), said corner being located 165.36 feet westwardly from the intersection of the North line of East Third Street (109.34 feet wide) and the West line of North Jefferson Street (99 feet wide); Thence with the East line of said Gem City Community Redevelopment Corporation land North ten degrees forty-six minutes forty-four seconds ($10^{\circ} 46' 44''$) West for two hundred twenty-two and $12/100$ (222.12) feet to an iron pin found at the Northeast corner thereof, said corner being in the North line of Lot 135 and the South line of Artz Lane (16.57 feet); thence with the South line of Artz Lane and the North line of Lot 135 and its eastward extension, said extension being the North line of Lot 136 North seventy-nine degrees eight minutes twenty-four seconds ($79^{\circ} 08' 24''$) East for sixty-three and $30/100$ (63.30) feet to a point in the North line of Lot 135; Thence Southwardly on a new division line through Lot 135 and Lot 136, said new division line being located 0.10 feet East of and parallel to the East face of existing building, for the following seven (7) courses: South ten degrees forty-two minutes six seconds ($10^{\circ} 42' 06''$) East for twenty-seven and $31/100$ (27.31) feet; Thence North seventy-nine degrees seventeen minutes fifty-four seconds ($79^{\circ} 17' 54''$) East for three and $43/100$ (3.43) feet; Thence South ten degrees forty-two minutes six seconds ($10^{\circ} 42' 06''$) East for eight and $29/100$ (8.29) feet; Thence South seventy-nine degrees seventeen minutes fifty-four seconds ($79^{\circ} 17' 54''$) West for three and $20/100$ (3.20) feet; Thence South ten degrees forty-two minutes six seconds ($10^{\circ} 42' 06''$) East for twenty-seven and $90/100$ (27.90) feet; Thence South seventy-nine degrees six minutes forty-four seconds ($79^{\circ} 06' 44''$) West for eighteen and $12/100$ (18.12) feet; Thence South ten degrees forty-six minutes forty-two seconds ($10^{\circ} 46' 42''$) East for one hundred fifty-eight and $61/100$ (158.61) feet to a point in the South line of Lot 135 and the North line of East Third Street; Thence with the South line of Lot 135 and the North line of East Third Street South seventy-nine degrees eight minutes twenty-four seconds ($79^{\circ} 08' 24''$) West for forty-five and $32/100$ (45.32) feet to the point of beginning, containing 11,241 square feet, Note: The above described tract of land is part of the remaining land conveyed to Gem City Savings Association by deeds recorded in Deed Microfiche Numbers 79-175E03 and 79175D09 both of the Deed Records of Montgomery County, Ohio. Note: The above description was based on field surveys made by Woolpert Consultants in December, 1979, on December 15, 1983 and September 26, 1985. Parcel No. R72-002-08-0056.

Parcel No. 5 (Parking): Located in Section 4, Town 1, Range 7, Between the Miamis, City of Dayton County of Montgomery, State of Ohio and being part of Lot 135 and part of Lot 136 of the Revised and Consecutive Numbers of Lots on the Plat of the said City of Dayton, Ohio, and being a tract of land described as follows: Beginning at a cross set at the Southeast corner of Lot 136, said corner also being the intersection of the North line of East Third Street (109.34 feet wide) and the West line of North Jefferson Street (99 feet wide); Thence with the North line of East Third Street and the South line of Lot 136 and its westward extension, said extension being the South line of Lot 135 South seventy-nine

degrees eight minutes twenty-four seconds ($79^{\circ} 08' 24''$) West for one hundred twenty and 06/100 (120.06) feet to a point in the South line of Lot 135; thence Northwardly on a new division line through Lot 135 and Lot 136, said new division line being located 0.10 feet East of and parallel to the East face of an existing building, for the following seven (7) courses: North ten degrees forty-six minutes forty-two seconds ($10^{\circ} 46' 42''$) West for one hundred fifty-eight and 61/100 (158.61) feet; thence North seventy-nine degrees six minutes forty-four seconds ($79^{\circ} 06' 44''$) East for eighteen and 12/100 (18.12) feet; thence North ten degrees forty-two minutes six seconds ($10^{\circ} 42' 06''$) West for twenty-seven and 90/100 (27.90) feet; thence North seventy-nine degrees seventeen minutes fifty-four seconds ($79^{\circ} 17' 54''$) East for three and 20/100 (3.20) feet; thence North ten degrees forty-two minutes six seconds ($10^{\circ} 42' 06''$) West for eight and 29/100 (8.29) feet; thence South seventy-nine degrees seventeen minutes fifty-four seconds ($79^{\circ} 17' 54''$) West for three and 43/100 (3.43) feet; thence North ten degrees forty-two minutes six seconds ($10^{\circ} 42' 06''$) West for twenty-seven and 31/100 (27.31) feet to a point in the North line of Lot 135 and the South line of Artz Lane (16.57 feet); thence with the south line of Artz Lane and the North line of Lot 135 and its eastward extension, said extension being the North line of Lot 136 North seventy-nine degrees eight minutes twenty-four seconds ($79^{\circ} 08' 24''$) East for one hundred two and 08/100 (102.08) feet to a cross set at the Northeast corner of said Lot 136, said corner being also the intersection of the South line of Artz Lane and the West line of North Jefferson Street; thence with the East line of Lot 136 and the West line of North Jefferson Street South ten degrees forty-six minutes forty-four seconds ($10^{\circ} 46' 44''$) East for two hundred twenty-two and 12/100 (222.12) feet; to the point of beginning, containing 25,493 square feet, more or less. Note: The above described tract of land is part of the land conveyed to Gem Savings Association by deeds recorded in Deed Microfiche Numbers 81-1B03, 81-1B04, and 81-1B05 and part of the remaining land conveyed to Gem City Savings Association by deeds recorded in Deed Microfiche Numbers 79-175E03 and 79-175D09 all of the Deed Records of Montgomery County, Ohio. Note: The above description was based on field surveys made by Woolpert Consultants in December 1979, on December 15, 1983 and on September 26, 1985.

Parcel Nos.: R72-00208-0006, R72-00208-0011, R72-00208-0014, R72-00208-0023, R72-00208-0018, R72-00208-0056

Commonly known as: 40 North Main Street, Dayton, Montgomery County, Ohio

PLAN—EXHIBIT B

**DESCRIPTION OF INITIAL AUTHORIZED IMPROVEMENTS AND SCHEDULE OF
SPECIAL ASSESSMENTS**

The real property owned by Tower Partners, LLC at 40 North Main Street, Dayton, Ohio, 45423 is the location at which the special energy improvements described below shall be constructed and installed, and shall exist (the “Project”). The legal description of the property is set forth on the attached **Exhibit A**. The property will be subject to special assessments for energy improvements in accordance with Ohio Revised Code Chapter 1710.

The Project is expected to consist of the following energy efficiency elements:

1. Replacement of existing T12 lighting fixtures with new light emitting diode (LED) fixtures; estimated annual savings—\$72,381.98
2. Installation of VFDs on Air-Handling-Unit (AHU) motors and manual dampers on each floor; estimated annual savings—\$198,942.00(energy savings plus operational savings).
3. Refurbishment of costly pneumatic and Andover building automation controls with additional DDC controls; estimated annual savings—\$99,781.00.
4. Installation of new condensing boiler to gain efficiency over existing non condensing boilers installed in 1971; estimated annual savings —\$20,833.00.
5. Installation of an Enthalpy Based Economizer Control to replace the current outdoor air intake control, which will achieve efficiencies by accounting for the temperature and humidity of the outdoor air; estimated annual savings— \$13,334.00.
6. Installation of a DHW Motor/VFD/Storage Tank to prevent the motor from running at full speed when no water is being used; estimated annual savings—\$7,949.00.

Total estimated annual savings—\$413,220.00

Total estimated savings during assessment term —\$4,132,209.80

Total assessment costs—\$2,814,700.50

Estimated average annual special assessments for 9 years: \$284,284.75

Number of semi-annual assessments: 20

First annual installment due: January 31, 2016

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The schedule of Special Assessments for the Project is as follows:

Special Assessment Payment Date	Special Assessment Installment Amount
January 31, 2016	143,347.75
July 31, 2016	141,236.00
January 31, 2017	144,122.75
July 31, 2017	141,908.75
January 31, 2018	144,701.25
July 31, 2018	142,372.50
January 31, 2019	140,043.75
July 31, 2019	142,715.00
January 31, 2020	140,265.00
July 31, 2020	142,815.00
January 31, 2021	140,243.75
July 31, 2021	142,672.50
January 31, 2022	139,980.00
July 31, 2022	142,287.50
January 31, 2023	144,473.75
July 31, 2023	141,538.75
January 31, 2024	143,591.25
July 31, 2024	140,522.50
January 31, 2025	142,453.75
July 31, 2025*	374,263.75

*The 10% Primary Reserve will be applied by the Bond Trustee to the final semiannual assessment on July 31, 2025. If never called upon to cure a monthly payment default, the Primary Reserve of \$261,500 will be applied to the final semiannual payment, and \$112,763.75 will be the difference owed by Tower Partners, LLC.

EXHIBIT D

**AMENDED ARTICLES OF INCORPORATION
OF DAYTON REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT**

[See Attached]

201708003500

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/22/2017	201708003500	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

BRICKER & ECKLER LLP
ATTN: CHRISTINA MILLER
100 SOUTH THIRD STREET
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

2417642

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
DAYTON, KETTERING REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):

201708003500

Effective Date: 03/20/2017



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 22nd day of March, A.D. 2017.

Jon Husted

Ohio Secretary of State



Form 541 Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 486-3910

www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov

File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

Certificate of Amendment
(Nonprofit, Domestic Corporation)
Filing Fee: \$50

RECEIVED
2017 MAR 20 PM 3:43
CLIENT SERVICE CENTER

Check the appropriate box:

☒ Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)

☐ Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation

Charter Number

A copy of the resolution of amendment must be attached to this document.

Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.

Required

Must be signed by an authorized officer of the Corporation pursuant to the Ohio Revised Code section 1702.38(G).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.


Signature

By (if applicable)

Jerome J. Brunswick, Chairperson
Print Name

Signature

By (if applicable)

Print Name

ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE MEMBERS OF
DAYTON REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT, INC.

Pursuant to Section 1702.25, Ohio Revised Code and Section 1.08 of the Code of Regulations of the Dayton Regional Energy Special Improvement District, Inc. (the "Corporation") and in lieu of a meeting of Members of the Corporation for such purposes, the undersigned, being all of the Members of the Corporation entitled to notice of such meeting, do hereby waive such notice of such meeting and hereby take and authorize by unanimous written consent each and all of the following actions for amendment of the Articles of Incorporation of the Corporation and transaction of all such other business as hereinafter set forth:

Approval of Amendment to Articles of Incorporation:

RESOLVED, that Article First of the Articles of Incorporation of the Corporation, attached to these resolutions as Appendix I (the "Articles of Incorporation") is hereby amended to read as follows:

FIRST Name of Corporation: The name of the Corporation shall, at any time and from time to time be the unique proper name only of each participating political subdivision, as defined in Ohio Revised Code ("ORC") Section 1710.02(E), of the special improvement district governed by the Board of Directors of the Corporation, separated by commas, and followed by the words "Regional Energy Special Improvement District, Inc." For demonstration purposes, as of the adoption of this Article First, the name of the Corporation shall be "Dayton, Kettering Regional Energy Special Improvement District, Inc."

FURTHER RESOLVED; that Article Third of the Articles of Incorporation is hereby amended to read as follows:

THIRD The purpose for which the Corporation is formed shall be:

(A) To govern the Dayton, Kettering Regional Energy Special Improvement District, a special improvement district (as the same shall from time to time be named in accordance with Article First of these Articles of Incorporation, the "District") created pursuant to ORC Chapter 1710. The District's purpose is to enhance the value of properties within the District and improve the environment by developing and assisting in developing within the District special energy improvement projects. The

District will be authorized to provide special energy improvement projects pursuant to ORC Chapter 1710 that will benefit property and the environment within the boundaries of the District. The District will be authorized to take any other actions pursuant to ORC Chapter 1710 that may be taken by a special improvement district organized for the purpose of developing and implementing plans for special energy improvement projects. The City of Dayton, Ohio ("Dayton") and the City of Kettering, Ohio ("Kettering") are each a "participating political subdivision," as that term is defined in ORC Section 1710.01(E), that will be authorized to levy a special assessment on each property within their respective territorial within the District to pay for such improvements, based on the benefits those special energy improvement projects confer.

(B) To engage in any lawful act, activity, or business not contrary to, and for which a nonprofit corporation may be formed under, the laws of the State of Ohio.

(C) To have and exercise all powers, rights, and privileges conferred by the laws of the State of Ohio on nonprofit corporations or on special improvement districts, including, but not limited to, buying, leasing, or otherwise acquiring and holding, using or otherwise enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wheresoever situated, and buying and selling renewable energy credits, stocks, bonds, or any other security of any issuer as the Corporation by action of its Board may, at any time and from time to time, deem advisable.

(D) The reasons for establishing the District include enhancing the value of properties within the District and improving the environment. The District will enhance the public health, safety, peace, convenience, and welfare by developing and assisting in developing special energy improvement projects that reduce the territory's carbon footprint, promote the District as a location for green technology job creation, benefit property within the District, and improve the environment.

FURTHER RESOLVED, that Article Sixth of the Articles of Incorporation is hereby amended to read as follows:

SIXTH

The Corporation shall be controlled and managed under the direction of the Board. The Board shall at all times consist of at least five (5) individuals (individually a "Director").

(A) The municipal executive, as defined in ORC Section 1710.01(D), of each participating political subdivision of the District or an employee of each participating political subdivision who is involved with

its planning or economic development functions and who shall be appointed by and serve at the pleasure of such participating political subdivision's municipal executive each shall serve as a Director.

(B) A person appointed by and serving at the pleasure of the legislative authority of each participating political subdivision of the District each shall serve as a Director.

(C) The remaining Directors shall be Members or executive representatives of Members elected, designated, or appointed by the Members as described in the Code of Regulations of the Corporation.

The Board of Directors of the Corporation from time to time shall constitute the Board of Directors of the Corporation under ORC Chapter 1710.

FURTHER RESOLVED, that Article Seventh of the Articles of Incorporation is hereby amended to read as follows:

SEVENTH The territory within the District shall be described generally as that portion of the participating political subdivisions consisting of property owned by each property owner within a participating political subdivision that has petitioned the participating political subdivision for the development of a special energy improvement project, as that term is defined in ORC Section 1710.01(I). As provided in ORC Section 1710.02(A), the territory in the District may be noncontiguous if at least one special energy improvement project is designated for each parcel of real property included in the District. As further provided in Section 1710.02(A), additional territory may be added to the District for the purpose of developing and implementing plans for special energy improvement projects if at least one special energy improvement project is designated for each parcel of real property included within such additional territory and the addition of territory is authorized by the plan for the District under Chapter 1710. The addition of such territory shall be authorized in the plan for the District.


FURTHER RESOLVED, that Article Eleventh of the Articles of Incorporation is hereby amended to read as follows:

ELEVENTH The District is hereby authorized to use the trade name "Dayton Regional Energy Special Improvement District," and the Corporations is hereby authorized to use the trade name "Dayton Regional Energy Special Improvement District, Inc."

There being no further business to be taken by the undersigned Members pursuant to this action by unanimous written consent, each of the Members has signed this action as of the date indicated below, and this action by unanimous consent shall be filed with or otherwise entered in the minutes or other appropriate records of this Corporation.


TOWER PARTNERS, LLC

3/8, 2017


Name: J. Bruce J. Brunsch
Title: Attorney in Fact

THIRTY TWO WEBSTER STREET LLC

3/14/17, 2017


Name: 32 Webster St LLC
Title: Chair

DELCO LOFTS, LLC


_____, 2017

Name: _____
Title: _____

There being no further business to be taken by the undersigned Members pursuant to this action by unanimous written consent, each of the Members has signed this action as of the date indicated below, and this action by unanimous consent shall be filed with or otherwise entered in the minutes or other appropriate records of this Corporation.

TOWER PARTNERS, LLC

3/8, 2017


Name: Jerome J. Brunswick
Title: Attorney in Fact


THIRTY TWO WEBSTER STREET LLC

_____, 2017

Name: _____
Title: _____

DELCO LOFTS, LLC
By: First Street Acquisition, LLC
Its: Managing Member

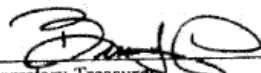
3/9, 2017

By: 
Name: Brent D. Crawford
Title: Manager

CERTIFICATE

The undersigned Secretary-Treasurer of the Dayton, Kettering Regional Energy Special Improvement District, Inc. hereby certifies that the foregoing resolutions were duly adopted by the majority of the voting members of the Corporation present in person, by use of authorized communications equipment, by mail, or by proxy at a meeting of the members held for that purpose, at which a quorum was present.

DATE: 3/17/17


Secretary-Treasurer
Dayton, Kettering Regional Energy Special
Improvement District, Inc.

APPENDIX I
ARTICLES OF INCORPORATION
OF
DAYTON REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT, INC.

[See Attached]

Doc ID --> 201521801950



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	GRIFF	COPY
08/06/2015	201521801950	DOMESTIC NONPROFIT CORP - ARTICLES (0014)	125.00	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

BRICKER & ECKLER LLP
CHRISTINA MILLER
100 S. THIRD STREET
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
2417642

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
DAYTON REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT, INC.

and, that said business records show the filing and recording of:

Document(s)
DOMESTIC NONPROFIT CORP - ARTICLES
Effective Date: 08/06/2015

Document No(s):
201521801950



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
6th day of August, A.D. 2015.

Jon Husted
Ohio Secretary of State



Form 5328 Prescribed by:
JOHN HURTED
 OHIO SECRETARY OF STATE
 Tel: 614.467.3400 FAX: 614.467.3401
 General Office: 3100, 4th Floor
 Columbus, OH 43260-0001
 www.ohio.gov/secretaryofstate
 Please print or type name information: www.ohio.gov/secretaryofstate

To file this form, use one of the following:
 Payroll/Depository Bank
 601 Ohio St.
 Columbus, OH 43260
 Opened/Not Opened the following day
 Regular at 10:00am and 2:00pm
 For fee info
 Service Fee: \$125.00

Initial Articles of Incorporation
 (Nonprofit, Domestic Corporation)
 Filing Fee: \$125
 (114-ARN)

First:	Name of Corporation	Dayton Regional Energy Special Improvement District, Inc.	
Second:	Location of Principal office in Ohio	Dayton City	Ohio State
		Montgomery County	
Effective Date (Optional)	(The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing) mm/dd/yyyy		
Third:	Purpose for which corporation is formed		
	See Exhibit A attached to and incorporated into these Articles by this reference.		
<p>**Note for Nonprofit Corporations: The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to insure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.</p> <p>**Note: OHIO Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.</p>			

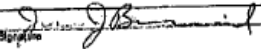
ORIGINAL APPOINTMENT OF STATUTORY AGENT		
The undersigned, being at least a majority of the incorporators of <u>Dayton Regional Energy Spec/Improvement Dist</u>		
hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of this agent is:		
<u>J. Caleb Bell, Esq.</u>	Name	
<u>100 South Third Street</u>	Mailing Address	
<u>Columbus</u>	<u>OH</u>	<u>43218</u>
City	State	Zip Code
Must be signed by the incorporators or a majority of the incorporators	<u>[Signature]</u>	
	Signature	
	<u>[Signature]</u>	
	Signature	
	<u>[Signature]</u>	
	Signature	
ACCEPTANCE OF APPOINTMENT		
The Undersigned, <u>J. Caleb Bell, Esq.</u>	, named herein as the	
Statutory agent for	<u>Dayton Regional Energy Spec/Improvement District, Inc.</u>	
	Corporation Name	
hereby acknowledge and accept the appointment of statutory agent for said corporation.		
Statutory Agent Signature	<u>[Signature]</u>	
	Individual Agent's Signature / Signature on behalf of Business Serving as Agent	

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required
 Address and original
 signature of agent must
 be signed by the incorporator(s).

If the incorporator is an individual,
 then they must sign in
 the "Signature" box and
 print their name
 in the "Print Name" box.

If the incorporator
 is a business entity, not an
 individual, then please print
 the entity name in the
 "Signature" box, an
 authorized representative
 of the entity must sign in
 the "By" box and print their
 name and title/authority in the
 "Print Name" box.


 Signature

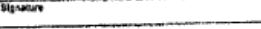
Jerry Brunsvick, Director

By

Dayton-Montgomery County Post Authority

Print Name



 Signature


 Signature

By


 Signature

Print Name


 Signature


 Signature

By


 Signature

Print Name

EXHIBIT A
ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
OF
DAYTON REGIONAL ENERGY SPECIAL IMPROVEMENT DISTRICT, INC.

THIRD:
PURPOSE

The purpose for which the Corporation is formed shall be:

(A) To govern the Dayton Regional Energy Special Improvement District, a special improvement district (the "District") created pursuant to Ohio Revised Code ("ORC") Chapter 1710. The District's purpose is to enhance the value of properties within the District and improve the environment by developing and assisting in developing within the District special energy improvement projects. The District will be authorized to provide special energy improvement projects pursuant to ORC Chapter 1710 that will benefit property and the environment within the boundaries of the District. The District will be authorized to take any other actions pursuant to ORC Chapter 1710 that may be taken by a special improvement district organized for the purpose of developing and implementing plans for special energy improvement projects. The City of Dayton, Ohio ("City") is a "participating political subdivision," as that term is defined in ORC Section 1710.01(B), and will be authorized to levy a special assessment on each property within the territorial boundaries of the City within the District to pay for such improvements, based on the benefits those special energy improvement projects confer.

(B) To engage in any lawful act, activity, or business not contrary to, and for which a nonprofit corporation may be formed under, the laws of the State of Ohio.

(C) To have and exercise all powers, rights, and privileges conferred by the laws of the State of Ohio on nonprofits, corporations or on special improvement districts, including, but not limited to, buying, leasing, or otherwise acquiring and holding, using or otherwise enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wherever situated, and buying and selling renewable energy credits, stocks, bonds, or any other security of any issuer as the Corporation by action of its board may, at any time and from time to time, deem advisable.

(D) The reasons for establishing the District include enhancing the value of properties within the District and improving the environment. The District will enhance the public health, safety, peace, convenience, and welfare by developing and assisting in developing special energy improvement projects that reduce the territory's carbon footprint, promote the District as a location for green technology job creation, benefit property within the District, and improve the environment.

(S) (b) (5) DPP

FOURTH: RESTRICTIONS	No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles of Incorporation and to make distributions to its members as authorized by ORC Chapter 1702, including any distribution upon dissolution of the Corporation.
FIFTH: MEMBERS	The members of the Corporation ("Members") shall be those persons or organizations described in the Code of Regulations. The annual meeting of Members shall be determined by the Board of Directors ("Board") as described in the Code of Regulations.
SIXTH: BOARD OF DIRECTORS	<p>The Corporation shall be controlled and managed under the direction of the Board. The Board shall consist of at least five (5) individuals (individually a "Director").</p> <p>(A) One Director shall be the City's municipal executive—its Mayor—or an employee of the City who is involved with the City's planning or economic development functions and who shall be appointed by and serve at the pleasure of the Mayor.</p> <p>(B) One Director shall be a person appointed by and serving at the pleasure of the City's Commission (the "Commission"), the City's legislative authority.</p> <p>(C) The remaining Directors shall be Members or executive representatives of Members elected, designated, or appointed by the Members as described in the Code of Regulations of the Corporation.</p> <p>The Board of Directors of the Corporation from time to time shall constitute the Board of Directors of the Corporation under ORC Chapter 1710.</p>
SEVENTH: TERRITORY	<p>The territory within the District shall be described generally as that portion of the City consisting of property owned by each property owner within the City that has petitioned the City for the development of a special energy improvement project, as that term is defined in ORC Section 1710.01(j). As provided in ORC Section 1710.02(A), the territory in the District may be noncontiguous if at least one special energy improvement project is designated for each parcel of real property included in the District. As further provided in Section 1710.02(A), additional territory may be added to the District for the purpose of developing and implementing plans for special energy improvement projects if at least one special energy improvement project is designated for each parcel of real property included within such additional territory and the addition of territory is authorized by the plan for the District under Chapter 1710. The addition of such territory shall be authorized in the plan for the District.</p> <p>The following is a listing of properties that are initially included in the District, which are identified by owner and parcel number:</p>

Owner: Tower Partners,
LLC

Parent Nos.

R72-00208-0006
R72-00208-0011
R72-00208-0014
R72-00208-0018

**EIGHTH:
CERTAIN
TRANSACTIONS**

No person shall be disqualified from being a Director of the Corporation because he or she is or may be a party to, and no Director of the Corporation shall be disqualified from entering into, any contract or other transaction in which the Corporation is or may be a party.

No contract, action, or other transaction shall be void or voidable for the reason that any Director or officer or other agent of the Corporation is a party to the contract, action, or transaction, or otherwise has any direct or indirect interest in the contract, action or transaction or is any other party to the contract, action, or transaction, or for reason that any interested director or officer or other agent of the Corporation authorizes or participates in the authorization of such contract, action or transaction, provided that:

The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the Board or applicable committee of Directors at the time the contract, action, or transaction is authorized and the Directors or the Members of the committee, in good faith reasonably justified by the facts, authorize the contract, action, or transaction by at least a majority vote of the disinterested Directors or disinterested Members of the committee, even though such disinterested Directors or Members are less than a quorum; or

The material facts as to such interest and as to the contract, action, or transaction are disclosed or are otherwise known to the member at the time the contract, action, or transaction is authorized and the member authorizes the contract, action, or transaction; or the contract, action, or transaction (i) is not less favorable to the Corporation than an arm's length contract, action, or transaction in which no director or officer or other agent of the Corporation has any interest or (ii) is otherwise fair to the Corporation as of the time it is authorized.

Any interested director may be counted in determining the presence of a quorum at any meeting of the Board or any committee of the Board which authorizes the contract, action, or transaction.

**NINTH:
DISSOLUTION**

Upon the dissolution of the Corporation, all assets remaining after paying or making provision for the payment of all of the liabilities of the Corporation shall be conveyed to any person or organization as shall be selected by the affirmative vote of a majority of the Board.

**TENTH:
AMENDMENT**

Any provision of these Articles of Incorporation may be amended only (a) by the affirmative vote of a majority of the Members of the Corporation at any meeting at which a quorum is present, and (b) after receipt of approval of such amendment by

Doc ID --> 201521801950.

resolution of the legislative authority of each participating political subdivision, and
(c) upon filing the approved amendment and resolution with the Ohio Secretary of
State, provided that such amendment shall be consistent with the applicable
provisions of ORC Chapters 1702 and 1710.

07/20/2011

4